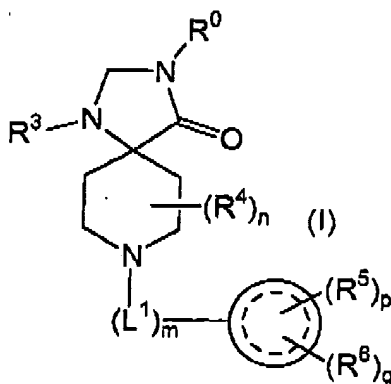


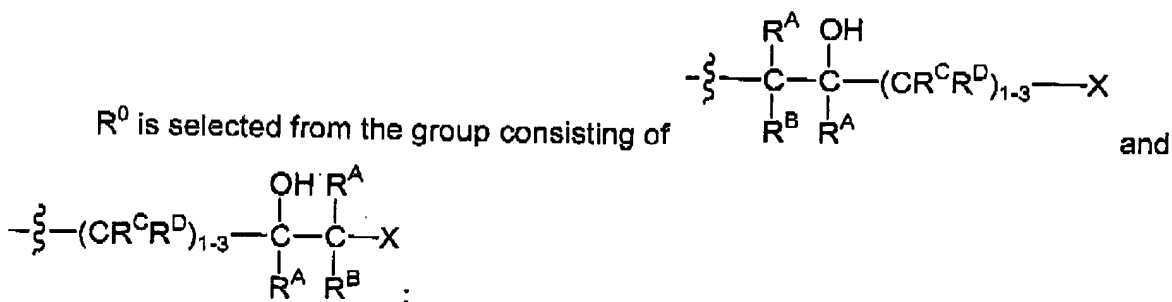
In the Claims:

This listing of Claims will replace all prior versions, and listings, of Claims in the application.

1. (Previously Presented) A compound of the formula (I)



wherein



each R^A and R^B is independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

each R^C and R^D is independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

each R^E is independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

X is $-NR^1 R^2$;

each R^1 and R^2 is independently selected from the group consisting of hydrogen, C_{1-8} alkyl, C_{1-8} alkoxy, C_{1-8} alkoxycarbonyl, cycloalkyl, cycloalkyl- C_{1-4} alkyl, partially unsaturated carbocyl, partially unsaturated carbocycl- C_{1-4} alkyl, aryl, ar C_{1-4} alkyl, ar C_{1-4} alkoxy, $-C(O)-C_{1-6}$ alkyl, $-C(O)-$ aryl, $-C(O)-$ ar C_{1-4} alkyl, $-C(O)O-$ cycloalkyl, $-C(O)O-$ aryl, -

$\text{C}(\text{O})\text{O}-\text{arC}_{1-4}\text{alkyl}$ and $-\text{C}(\text{O})\text{O}-(\text{partially unsaturated carbocyclyl})$; wherein the $\text{C}_{1-8}\text{alkyl}$, cycloalkyl, partially unsaturated carbocyclyl, aryl or $\text{arC}_{1-8}\text{alkyl}$ group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, $\text{C}_{1-4}\text{alkyl}$, $\text{C}_{1-4}\text{alkoxy}$, trifluoromethyl, trifluoromethoxy, nitro, cyano, $-\text{C}(\text{O})-\text{C}_{1-4}\text{alkyl}$, $\text{C}_{1-4}\text{alkoxycarbonyl}$, $\text{N}(\text{R}^E)_2$, $\text{N}(\text{R}^E)_2-\text{C}_{1-4}\text{alkyl}$, $\text{N}(\text{R}^E)-\text{C}(\text{O})\text{C}(\text{CH}_3)_3$, $-\text{C}_{1-4}\text{alkyl}-\text{N}(\text{R}^E)-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$ and $-\text{N}(\text{R}^E)-\text{C}(\text{O})\text{O}-\text{C}_{1-4}\text{alkyl}$, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylamino sulfonyl or $\text{C}_{1-6}\text{alkylthio}$;

R^3 is aryl; wherein the aryl is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, $\text{C}_{1-4}\text{alkyl}$, $\text{C}_{1-4}\text{alkoxy}$, trifluoromethyl, trifluoromethoxy, nitro, cyano or $\text{N}(\text{R}^E)_2$;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, $\text{C}_{1-4}\text{alkyl}$ and hydroxy substituted $\text{C}_{1-4}\text{alkyl}$;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of $\text{C}_{1-6}\text{alkyl}$ and $\text{C}_{3-6}\text{alkenyl}$; wherein the double bond of the $\text{C}_{3-6}\text{alkenyl}$ group is at least one carbon atom removed from the attachment point to the N atom; and wherein the $\text{C}_{1-6}\text{alkyl}$ or $\text{C}_{3-6}\text{alkenyl}$ group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, $\text{C}_{1-6}\text{alkyl}$, fluorinated $\text{C}_{1-6}\text{alkyl}$ or $\text{C}_{1-6}\text{alkoxy}$;



is selected from the group consisting of phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, $\text{C}_{1-6}\text{alkyl}$, hydroxy substituted $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{1-6}\text{alkoxy}$, nitro, cyano, NR^1R^2 , trifluoromethyl, trifluoromethoxy, $\text{C}_{1-4}\text{alkoxycarbonyl}$, $-\text{SO}-\text{NR}^1\text{R}^2$, $-\text{SO}_2-\text{NR}^1\text{R}^2$ and $-\text{C}(\text{O})-\text{NR}^1\text{R}^2$;

q is 0;

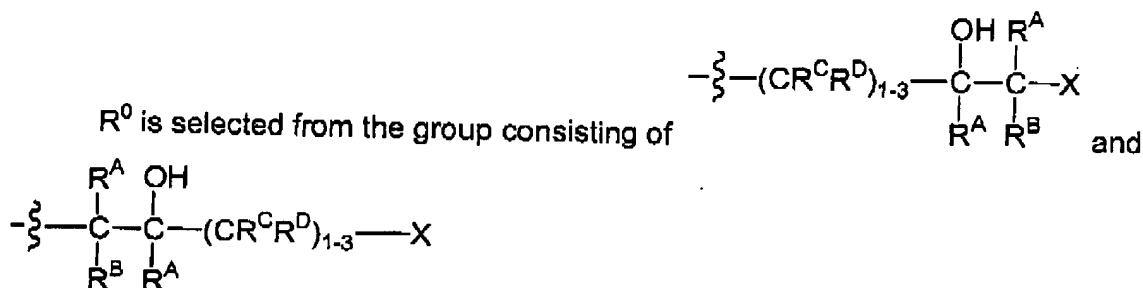
R^6 is selected from the group consisting of $-(\text{L}^2)_{0-1}-\text{R}^7$;

L^2 is selected from the group consisting of $-C_{1-6}alkyl-$, $-C_{2-4}alkenyl-$, $-C_{2-6}alkynyl-$, $-O-$, $-S-$, $-NH-$, $-N(C_{1-4}alkyl)-$, $-C_{1-6}alkyl-O-$, $-C_{1-6}alkyl-S-$, $-O-C_{1-6}alkyl-$, $-S-C_{1-6}alkyl-$, $-O-C_{2-6}alkyl-O-$, $-S-C_{2-6}alkyl-S-$, $-SO_2-$, $-SO_2NH-$, $-SO_2N(C_{1-4}alkyl)-$, $-NH-SO_2-$, $-N(C_{1-4}alkyl)-SO_2-$, $-C(O)-O-$ and $-O-C(O)-$;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocycl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocycl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, $C_{1-6}alkyl$, $C_{1-6}alkoxy$, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, $C_{1-4}alkoxycarbonyl$, $-SO_2-N(R^E)_2$ and $-C(O)-N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

2. (Previously Presented) A compound as in Claim 1 wherein



each R^C and R^D is independently selected from hydrogen and $C_{1-4}alkyl$;
 X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, $C_{1-4}alkyl$, $C_{1-4}alkoxy$, $C_{1-4}alkoxycarbonyl$, aryl, $arC_{1-4}alkyl$, $arC_{1-4}alkyloxy$, cycloalkyl-alkyl and $C(O)-C_{1-4}alkyl$;

wherein the $C_{1-4}alkyl$, aryl, $arC_{1-4}alkyl$ or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, $C_{1-4}alkyl$, $C_{1-4}alkoxy$, $C_{1-4}alkoxycarbonyl$, $N(R^E)_2$, $N(R^E)_2-C_{1-4}alkyl$, $N(R^E)-C(O)OC(CH_3)_3$, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or $C_{1-4}alkylthio$;

R^2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkoxy, cycloalkyl, cycloalkyl- C_{1-4} alkyl, aryl, ar C_{1-4} alkyl, ar C_{1-4} alkyloxy, partially unsaturated carbocyclyl, partially unsaturated carbocyclyl- C_{1-4} alkyl, $-C(O)-C_{1-4}$ alkyl, $-C(O)-$ aryl, $-C(O)-$ ar C_{1-4} alkyl, $-C(O)O-$ cycloalkyl and $-C(OO)-C_{1-4}$ alkyl;

wherein the C_{1-4} alkyl, aryl, ar C_{1-4} alkyl, partially unsaturated carbocyclyl or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2-C_{1-4}$ alkyl, $(CH_3)_3COC(O)-N(R^E)-C_{1-4}$ alkyl, nitro, cyano, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl substituted heteroaryl-aminosulfonyl, $-C(O)-C_{1-4}$ alkyl or C_{1-4} alkylthio;

R^3 is aryl; wherein the aryl is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4} alkyl, C_{1-4} alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

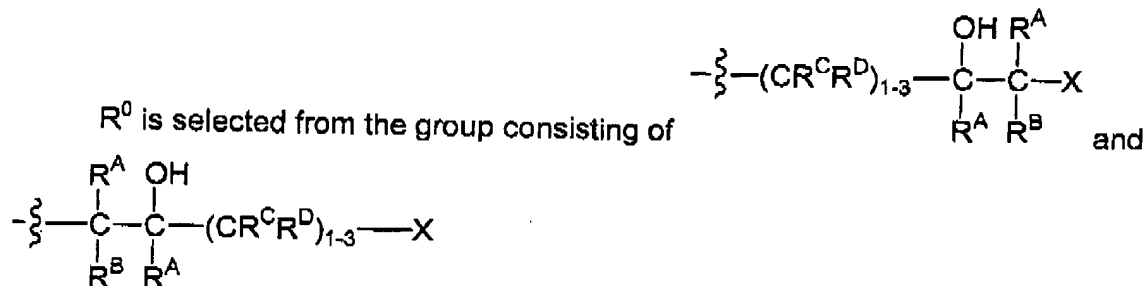
n is an integer from 0 to 1;

L^1 is C_{1-4} alkyl; wherein the C_{1-4} alkyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-4} alkyl, fluorinated C_{1-4} alkyl or C_{1-4} alkoxy;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-4} alkyl, C_{1-4} alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4} alkoxycarbonyl, $-SO-N(R^E)_2$, $-SO_2-N(R^E)_2$ and $-C(O)-N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

3. (Previously Presented) A compound as in Claim 2 wherein



each R^A , R^B , R^C and R^D is hydrogen;

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkoxycarbonyl, arC_{1-4} alkyl and $C(O)-C_{1-4}$ alkyl;

wherein the C_{1-4} alkyl or aryl group, whether alone or part of a substituent group, is optionally substituted with one to two substituents independently selected from carboxy, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkoxycarbonyl, $N(R^E)_2$ or $N(R^E)-C(O)OC(CH_3)_3$;

R^2 is selected from the group consisting of hydrogen, C_{1-4} alkyl, C_{1-4} alkoxy, cycloalkyl, aryl, arC_{1-4} alkyl, arC_{1-4} alkyloxy, partially unsaturated carbocyclyl, partially unsaturated carbocyclyl- C_{1-4} alkyl, cycloalkyl- C_{1-4} alkyl, $-C(O)arC_{1-4}$ alkyl, $-C(OO)-$ cycloalkyl and $-C(O)O-C_{1-4}$ alkyl;

wherein the C_{1-4} alkyl, aryl, arC_{1-4} alkyl, partially unsaturated carbocyclyl or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4} alkyl, C_{1-4} alkoxy, C_{1-4} alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2-C_{1-4}$ alkyl, $(CH_3)_3CO-C(O)-N(R^E)-C_{1-4}$ alkyl, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or C_{1-4} alkylthio;

R^3 is aryl; wherein the aryl group is optionally substituted with one or more substituents independently selected from halogen;

n is 0;

L^1 is C_{1-4} alkyl;

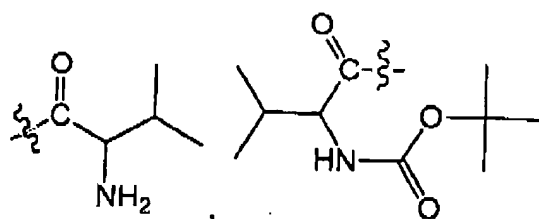
R^5 is selected from the group consisting of halogen, C_{1-4} alkyl and trifluoromethyl; or a pharmaceutically acceptable salt thereof.

4. (Previously Presented) A compound as in Claim 3 wherein

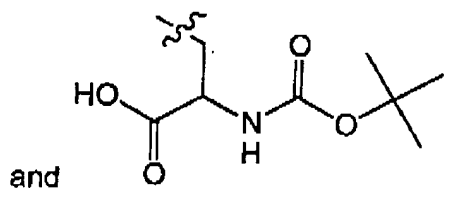
R^0 is selected from the group consisting of $-CH_2-CH(OH)-CH_2-X$ and $-CH_2-CH_2-CH(OH)-CH_2-X$;

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, amino-n-propyl, dimethylaminoethyl, benzyl, phenylethyl, 4-methyl-benzyl,



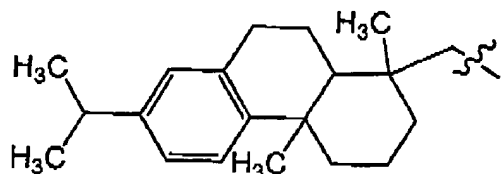
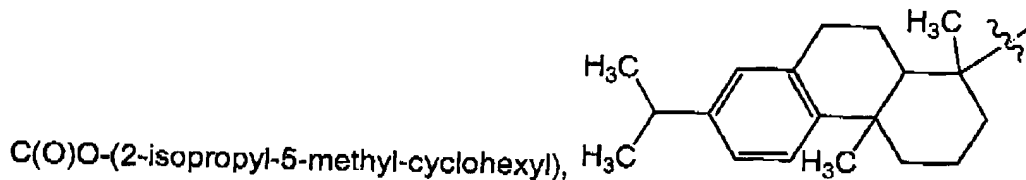
, 2-(3,4-dimethoxy-phenyl)ethyl, 3-methyl-phenyl, ethoxy-carbonyl-methyl, 2-amino-2-methoxycarbonyl-ethyl, t-butoxycarbonyl



and

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, carboxy-methyl, ethoxycarbonylmethyl, 2,2,2-trifluoroethyl, ethoxy, dimethylaminoethyl, t-butoxycarbonylamino-ethyl, n-butyl, t-butyl, n-propyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, di(n-butyl)amino-n-propyl, t-butoxycarbonylamino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, t-butoxycarbonyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 3,4-dimethoxyphenyl, 2-aminophenyl, 4-biphenyl, 2-ethoxyphenyl, 4-((1-phenyl-pyrazol-2-yl)-aminosulfonyl)-phenyl, 4-cyclohexylphenyl, 4-(aminoethyl)phenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, -CH(CH₃)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonylbenzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)benzyl, 4-(dimethylamino)benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, 1-adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-

naphthyl-methyl, 1-phenyl-2-(t-butoxycarbonyl)ethyl, -C(O)-C(OCH₃)(CF₃)-phenyl, -



, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl, 2-phenoxy-ethyl and 2-phenyl-cyclopropyl;

R³ is selected from the group consisting of phenyl and 4-fluorophenyl;

L¹ is selected from the group consisting of -CH₂-, -CH(CH₃)- and -CH₂CH₂-;



is selected from the group consisting of 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, phenyl, 1-naphthyl 2-naphthyl and 1,2,3,4-tetrahydro-naphthyl;

R⁵ is selected from the group consisting of chloro, methyl, n-propyl and trifluoromethyl;

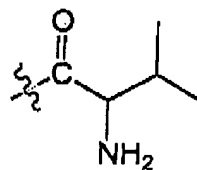
or a pharmaceutically acceptable salt thereof.

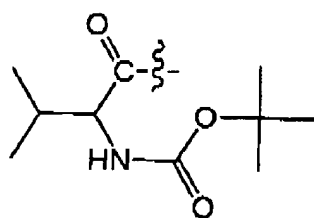
5. (Previously Presented) A compound as in Claim 4 wherein

X is -NR¹R²;

R¹ is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-

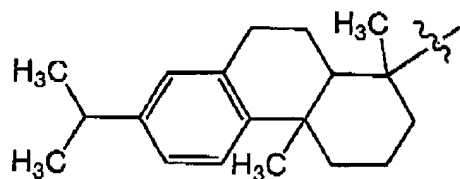
butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl,





, 3-methyl-phenyl, 2-(3,4-dimethoxyphenyl)-ethyl, ethoxycarbonyl-methyl, dimethylamino-ethyl and 2-amino-2-methoxycarbonyl-ethyl;

R² is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, 2,2,2-trifluoroethyl, ethoxy, dimethylaminoethyl, n-butyl, t-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 3,4-dimethoxyphenyl, 4-biphenyl, 2-ethoxyphenyl, 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxyphenyl)ethyl, adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-naphthyl-methyl,



, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

L¹ is selected from the group consisting of -CH₂- and -CH₂-CH₂-;



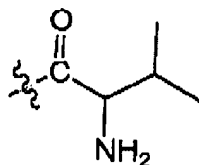
is selected from the group consisting of 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, phenyl and 1-naphthyl;

p is an integer from 0 to 2;

or a pharmaceutically acceptable salt thereof.

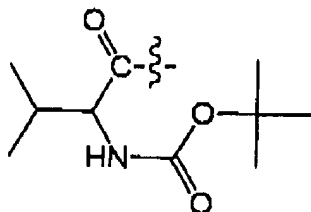
6. (Previously Presented) A compound as in Claim 5 wherein

R¹ is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl, 2-(3,4-dimethoxyphenyl)-ethyl,



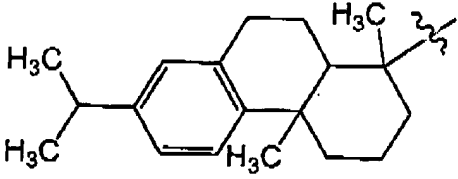
dimethylamino-ethyl, ethoxycarbonyl-methyl,

and



R² is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, ethoxy, dimethylaminoethyl, n-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 3,4-dimethoxyphenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 4-biphenyl, 2-ethoxyphenyl, 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-

difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, 1-adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-

naphthyl-methyl, , 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

p is an integer from 0 to 1;

R⁵ is selected from the group consisting of methyl, n-propyl and trifluoromethyl; or a pharmaceutically acceptable salt thereof.

7. (Previously Presented) A compound as in Claim 4 wherein

R⁰ is -CH₂-CH(OH)-CH₂-X;

X is -NR¹R²;

R¹ is selected from the group consisting of hydrogen, 2-(3,4-dimethoxyphenyl)-ethyl, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R² is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, t-butoxycarbonylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl and -CH(CH₃)-phenyl;

R³ is selected from the group consisting of phenyl and 4-fluorophenyl;

L¹ is selected from the group consisting of -CH₂- and -CH₂CH₂-;



is selected from the group consisting 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl and S-1-acenaphthenyl;

p is an integer from 0 to 1;

R⁵ is methyl;

or a pharmaceutically acceptable salt thereof.

8. (Previously Presented) A compound as in Claim 7 wherein

R^1 is selected from the group consisting of hydrogen, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R^2 is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl and -CH(CH₃)-phenyl;



is selected from the group consisting 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl and S-1-acenaphthenyl;

or a pharmaceutically acceptable salt thereof.

9. (Previously Presented) A compound as in Claim 1 selected from the group consisting of

8-(R) acenaphthen-1-yl-3-(3-amino-2-(S)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R) acenaphthen-1-yl-3-(3-amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R)-Acenaphthen-1-yl-3-(3-dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

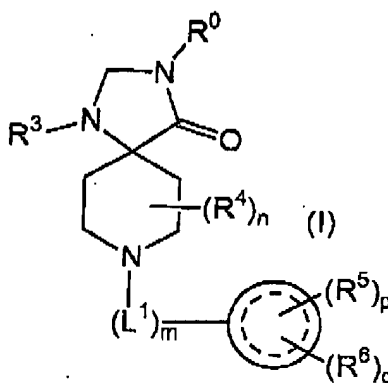
3-(3-Dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-hydroxy-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-methylamino-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

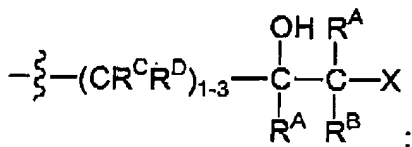
3-[3-(3-Dimethylamino-propylamino)-2-(R)-hydroxy-propyl]-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one and pharmaceutically acceptable salts thereof.

10. (Previously Presented) A compound of the formula (I)



wherein

R^0 is selected from the group consisting of $\begin{array}{c} R^A \\ | \\ -\zeta - C - C - (CR^C R^D)_{1-3} - X \\ | \quad | \\ R^B \quad R^A \end{array}$ and



each R^A and R^B is independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

each R^C and R^D is independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

each R^E is independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

X is $-NR^1 R^2$;

each R^1 and R^2 is independently selected from the group consisting of hydrogen, C_{1-8} alkyl, C_{1-8} alkoxy, cycloalkyl, cycloalkyl- C_{1-4} alkyl, partially unsaturated carbocyl, aryl, ar C_{1-4} alkyl, ar C_{1-4} alkoxy, $-C(O)-C_{1-6}$ alkyl, $-C(O)-$ aryl and $-C(O)-$ ar C_{1-4} alkyl; wherein

the C₁₋₆alkyl, cycloalkyl, partially unsaturated carbocyclyl, aryl or arC₁₋₆alkyl group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C₁₋₄alkyl, C₁₋₄alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, -C(O)-C₁₋₄alkyl, C₁₋₄alkoxycarbonyl, N(R^E)₂, N(R^E)₂-C₁₋₄alkyl, N(R^E)-C(O)C(CH₃)₃, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylamino sulfonyl or C₁₋₆alkylthio;

R³ is aryl; wherein the aryl is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C₁₋₄alkyl, C₁₋₄alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or N(R^E)₂;

n is an integer from 0 to 2;

R⁴ is selected from the group consisting of hydroxy, C₁₋₄alkyl and hydroxy substituted C₁₋₄alkyl;

m is an integer from 0 to 1;

L¹ is selected from the group consisting of C₁₋₆alkyl and C₃₋₆alkenyl; wherein the double bond of the C₃₋₆alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C₁₋₆alkyl or C₃₋₆alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C₁₋₆alkyl, fluorinated C₁₋₆alkyl or C₁₋₆alkoxy;



is selected from the group consisting of phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R⁵ is selected from the group consisting of hydroxy, carboxy, halogen, C₁₋₆alkyl, C₁₋₆alkoxy, nitro, cyano, NR¹R², trifluoromethyl, trifluoromethoxy, C₁₋₄alkoxycarbonyl, -SO-NR¹R², -SO₂-NR¹R² and -C(O)-NR¹R²;

q is 0;

R⁶ is selected from the group consisting of -(L²)₀₋₁-R⁷;

L² is selected from the group consisting of -C₁₋₆alkyl-, -C₂₋₄alkenyl-, -C₂₋₆alkynyl-, -O-, -S-, -NH-, -N(C₁₋₄alkyl)-, -C₁₋₆alkyl-O-, -C₁₋₆alkyl-S-, -O-C₁₋₆alkyl-, -S-C₁₋₆alkyl-, -O-

C₂₋₆alkyl-O-, -S-C₂₋₆alkyl-S-, -SO₂-, -SO₂NH-, -SO₂N(C₁₋₄alkyl)-, -NH-SO₂-, -N(C₁₋₄alkyl)-SO₂-, -C(O)-O- and -O-C(O)-;

R⁷ is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C₁₋₆alkyl, C₁₋₆alkoxy, nitro, cyano, N(R^E)₂, trifluoromethyl, trifluoromethoxy, C₁₋₆alkoxycarbonyl, -SO₂-N(R^E)₂ and -C(O)-N(R^E)₂;

or a pharmaceutically acceptable salt thereof.

11. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

12. (Original) A pharmaceutical composition made by mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

13. (Original) A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

Claims 14-21. (Withdrawn)

Claim 22 (New) A compound selected from the group consisting of 3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triazaspiro[4.5]decan-4-one and pharmaceutically acceptable salts thereof.

Claim 23 (New) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 22.

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